

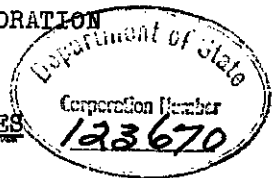
FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

- OF -

ACADEMY OF MOTION PICTURE ARTS AND SCIENCES



JAN 15 1947

FRANK M. JORDAN, Secretary of State

By [Signature]
Deputy

We, JEAN HERSHOLT, President, and WIARD IHNEN, Secretary,
of the ACADEMY OF MOTION PICTURE ARTS AND SCIENCES, do hereby
certify:

1. That a special meeting of the Board of Directors of
the aforesaid corporation was held in the office and principal place
of business of the corporation in the City of Los Angeles, County of
Los Angeles, and State of California, on the 20th day of August,
1946, at which meeting a majority of the directors of said corpora-
tion were present and voting.

2. That at said meeting the Board of Directors of said
corporation adopted the following resolution:

"RESOLVED that the articles of incorporation of this
corporation be amended by amending article SECOND
thereof to read as follows:

SECOND: That the purposes for which it is formed
are:

1. To advance the arts and sciences of motion pictures
and to foster cooperation among the creative leadership
of the motion picture industry for cultural, educational
and technological progress.
2. To recognize outstanding achievements by conferring
annual Awards of Merit, serving as a constant incentive
within the Industry and focusing wide public attention
upon the best in motion pictures.
3. To conduct cooperative technical research and stimu-
late the improvement of methods and equipment.
4. To provide a forum and common meeting ground for the
various branches and crafts; to sponsor publications;
and to serve as an impartial clearing house for achieve-
ment records and statistics.
5. To constitute an organization of established prestige
which is expressly prohibited from concerning itself with
economic, political or labor issues.

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6. To represent to the public the viewpoint of the actual creators of motion pictures and symbolize a leadership comparable to that of other academic institutes and foundations.
7. To foster educational activities between the public and the Industry, with particular reference to encouraging motion picture courses in universities and sponsoring vocational scholarships.
8. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of a non-economic, non-political educational and professional association organized as a non-profit corporation under the laws of California.
9. To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.
10. To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm association or corporation; and to acquire any property or business as a going concern or otherwise (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.
11. To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

12. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

13. To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

14. To subscribe or cause to be subscribed for, and to take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute, and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

15. To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

16. To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

17. To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

18. To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydro-carbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both sub-soil and surface, of every nature and description.

19. To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended."

3. That the above resolution was adopted at said meeting of the Board of Directors of said corporation by the unanimous vote of all directors present at said meeting. That the number of directors of said corporation is fifteen; that the number of directors present and voting at said meeting was thirteen.

4. That members of said corporation holding at least a majority of voting power, to wit: 514 members out of a total membership of 959, approved said resolution by filing with the Secretary of the corporation their written assent thereto, which written assent contained a copy of said resolution adopted at the meeting of said Board of Directors, and expressed the approval of the members. A copy of said assent is attached hereto, and by this reference incorporated herein and made a part hereof as if herein set forth in full.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of this corporation this 24 day of ^{December}~~August~~, 1946. *DMB*

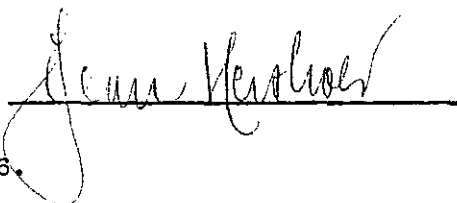
ACADEMY OF MOTION PICTURE
ARTS AND SCIENCES

By *Samuel H. Hays*


By *Ernest B. Schoedsack*

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

JEAN HERSHOLT, President of ACADEMY OF MOTION PICTURE
ARTS AND SCIENCES, being first duly sworn, deposes and says: That
he is an officer, to wit: President of Academy of Motion Picture
Arts and Sciences, a corporation; that he executed the foregoing
certificate; that he has read said certificate and is familiar
with the contents thereof, and of his own knowledge knows the
same to be true and correct.



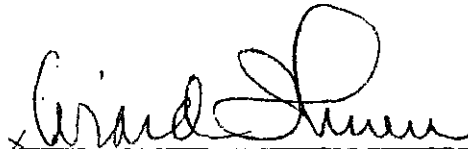
Subscribed and sworn to before
me this 24 day of ~~August~~, 1946.


Notary Public in and for said County
of Los Angeles, State of California.


My Commission Expires Aug. 6, 1948

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

WIARD IHNEN, Secretary of ACADEMY OF MOTION PICTURE
ARTS AND SCIENCES, being first duly sworn, deposes and says: That
he is an officer, to wit: Secretary of Academy of Motion Picture
Arts and Sciences, a corporation; that he executed the foregoing
certificate; that he has read said certificate, and is familiar
with the contents thereof, and of his own knowledge knows the same
to be true and correct.



Subscribed and sworn to before
me this 24 day of ~~August~~, 1946.


Notary Public in and for the County
of Los Angeles, State of California.

My Commission Expires Aug. 6, 1948

Academy of Motion Picture Arts and Sciences
WRITTEN CONSENT OF MEMBERS
TO AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned does hereby consent to the amendment of the Articles of Incorporation of the Academy of Motion Picture Arts and Sciences in the manner set forth in a Resolution of the Board of Directors of said Corporation adopted at a special meeting of said Board held on August 20th, 1946, a copy of which said Resolution is attached hereto.

Member of the Academy

LAW OFFICES OF
WRIGHT AND MILLIKAN
SUITE 1125 ONE ELEVEN WEST SEVENTH BUILDING
LOS ANGELES 14
TRIMITY 3361

ENTERED

